

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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		BC 14,0066

**JUDGMENT (I) DETERMINING THAT CITIBANK IS
ENTITLED TO POST-PETITION INTEREST ON ITS OVERSECURED
MSR FACILITY CLAIMS AT THE CONTRACTUAL DEFAULT RATE,
AND (II) DIRECTING DEBTORS TO PAY SUCH INTEREST AS WELL
AS CITIBANK'S DUE AND UNPAID COUNSEL FEES AND EXPENSES**

Upon (a) the *Motion of Citibank, N.A. for an Order (I) Determining that it is Entitled to Post-Petition Interest on its Oversecured MSR Facility Claims at the Contractual Default Rate, and (II) Directing Debtors to Pay Such Interest as Well as Citibank's Due and Unpaid Counsel Fees and Expenses*, dated December 23, 2013 (the "**Motion**") [Docket No. 6174], (b) the *Objection of the Liquidating Trust to Motion of Citibank, N.A. for an Order (i) Determining that it is Entitled to Post-Petition Interest on its Oversecured MSR Facility Claims at the Contractual Default Rate, and (ii) Directing Debtors to Pay such Interest as Well as Citibank's Due and Unpaid Counsel Fees and Expenses*, dated January 15, 2014 (the "**Objection**") [Docket No. 6276], (c) the *Reply of Citibank to Liquidating Trust's Objection to Citibank's Motion for an Order (i) Determining that it is Entitled to Post-Petition Interest on its Oversecured MSR Facility Claims at the Contractual Default Rate, and (ii) Directing Debtors to Pay such Interest as Well as Citibank's Due and Unpaid Counsel Fees and Expenses*, dated January 24, 2014 (the "**Citibank Reply**") [Docket No. 6352], (d) the *Stipulated Facts in Connection with the Motion of Citibank, N.A. for an Order (I) Determining that it is Entitled to Post-Petition Interest on its Oversecured MSR Facility Claims at the Contractual Default Rate, and (II) Directing Debtors to*

Pay Such Interest as Well as Citibank's Due and Unpaid Counsel Fees and Expenses, dated March 17, 2014 (the “**Stipulated Facts**”) [Docket No. 6658]; and the Court having considered the Motion, the Objection, the Citibank Reply, the Stipulated Facts and the record of the hearing held before this Court on March 26, 2014 (the “**Hearing**”) and having rendered its *Memorandum Opinion and Order Granting Citibank's Motion for Default Interest and Counsel Fees and Expenses*, dated April 22, 2014 (the “**Opinion and Order**”) [Docket No. 6811];

THE COURT HEREBY FINDS, ADJUDGES AND DECREES as follows:

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2). Venue of this proceeding in this district is proper pursuant to 28 U.S.C. § 1409.

2. In accordance with the terms of the Opinion and Order, Citibank, N.A. (“**Citibank**”), as an oversecured creditor, is entitled under section 506(b) of the Bankruptcy Code to receive, and the Liquidating Trust, on behalf of the estates of the above-captioned debtors, is directed to pay or cause to be paid to Citibank in cash from the Administrative Priority, Secured and Convenience Distribution Reserve (as defined in the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 6030] confirmed by Order of this Court on December 11, 2013 [Docket No. 6065]), within ten (10) business days following the entry of this Judgment, post-petition interest at the contractual default rate specified in the Prepetition MSR Credit Documents (as defined in the Motion) from the period covering May 31, 2012 through and including the date on which the Obligations under the Citibank MSR Facility (as defined in the Motion) have been fully paid (which is in the amount of \$4,811,011.04 through May 7, 2014, plus per diem interest at the applicable contractual rate thereafter), as well as Citibank's unpaid

legal fees and expenses (which are in the collective amounts of \$462,302.80 and \$5,992.90, respectively, through March 31, 2014, plus any additional reasonable fees and expenses incurred thereafter through and including the date on which the Obligations under the Citibank MSR Facility have been fully paid and any further litigation (including appeals) is concluded).

Dated: May 20, 2014
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge